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June 16, 2005

The South Carolina State Budget  
and Control Board  
Columbia, South Carolina

Re: \$42,000,000 Capital Project Loan ("Capital Project Loan")

We have acted as special counsel to South Carolina State University (the "Borrower") in connection with that certain Capital Project Loan Agreement (the "Agreement") dated as of June \_\_, 2005, between the Borrower and Commerce Capital Access Program Corporation. In such capacity, we have examined Title 59, Chapter 147, Code of Laws of South Carolina, 1976, as amended (the "Act").

Section 59-147-30 of the Act provides that the Borrower may issue revenue bonds for the purpose of financing or refinancing the cost of acquiring, constructing, renovating and equipping certain university facilities, including dormitories. The Project, as defined in the Agreement, consists of the construction and equipping of a new student dormitory and refinancing of outstanding Student and Faculty Housing Revenue Bonds (Series 1991).

Based on the foregoing, assuming your approval by a duly adopted resolution and issuance of the authorizing resolution by the Borrower as required by the Act, the borrowing represented by the Capital Project Loan for the purposes of the Project as defined in the Agreement is permitted under the Act.

As to questions of fact material to our opinion, we have relied upon the representations of the Borrower contained in the Agreement and in the certified proceedings and other certifications of public officials and others furnished to us without undertaking to verify the same by independent investigation.

It is to be understood that the rights of the parties may be limited by bankruptcy, insolvency, reorganization, moratorium and other similar laws affecting creditors' rights generally and by equitable principles, whether considered at law or in equity.

We are members of the Bar of the State of South Carolina, and in rendering this opinion, our examination of matters of law has been limited solely to matters of South Carolina law, and we express no opinion as to the law of any other jurisdiction. This opinion is rendered only to you for your benefit in connection with the transaction covered hereby and may not be quoted or relied upon by you for any other purpose. This opinion speaks only as of the date hereof, and we have no responsibility to update this opinion or to take into account changes in law, facts or any other development of which we may later become aware.

Very truly yours,

McNAIR LAW FIRM, P.A.

By: \_\_\_\_\_  
A Member of the Firm